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December 9, 2003

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Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

*Ex Parte Notice*

**Re: Applications for Consent to the Transfer of Control of Licenses from Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast Corporation, Transferee, MB Docket No. 02-70.**

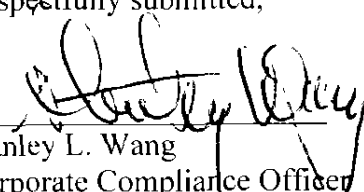
Dear Ms. Dortch:

Enclosed for the record, as required by Appendix B of the Merger Order in the above-captioned proceeding, is my second semi-annual report as Comcast's Corporate Compliance Officer.

Pursuant to a telephone conversation on November 26, 2003, between Michael Hammer, Willkie Farr & Gallagher, acting on behalf of Comcast, with Royce Dickens, Chief of the Commission's Industry Analysis Division, this Report is being filed on December 9, 2003. The reason for filing the Report on this date is that, as explained below, I distributed to certain Comcast employees on November 17, 2003 a memorandum summarizing Comcast's obligations under the Safeguards (the Safeguards require that this memorandum be distributed annually). It was agreed that I should allow approximately two weeks to pass in order to determine whether the memorandum would prompt any questions from Comcast employees about the Safeguards that could be included in this Report.

Please let me know if you have any questions.

Respectfully submitted,

  
Stanley L. Wang  
Corporate Compliance Officer  
Comcast Corporation

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Attachment

cc W. Kenneth Ferree, Chief Media Bureau

No. of Copies rec'd  
List ABCDE

047

Report of Compliance Officer  
On Comcast Compliance with Comcast-AT&T Merger Order Safeguards ("Safeguards")  
December 9, 2003

**Re: Applications for Consent to the Transfer of Control of Licenses from  
Comcast Corporation and AT&T Corp., Transferors, to AT&T  
Comcast Corporation, Transferee, MB Docket No. 02-70.**

A Background

On May 18, 2003, I submitted the first Semi-Annual Report as Comcast's Compliance Officer as required by Appendix B of the Merger Order in the above-captioned proceeding. Today's submission covers the approximate six month period from May 19, 2003 through December 9, 2003.

B. Process

As Comcast's Compliance Officer, I have been authorized to conduct any investigations necessary to perform the duties of my position, and no limitations have been imposed on my ability to conduct such investigations.

On November 17, 2003, I prepared, with the advice of counsel, a memorandum summarizing Comcast's obligations under the Safeguards. This memorandum was addressed to the senior executive officers of Comcast and the senior executives of Comcast's video programming businesses, and was distributed to approximately 66 officers of Comcast and its subsidiaries and affiliates. Each officer and executive was instructed to review the memorandum, distribute a copy to all other appropriate Comcast employees and take necessary steps to assure that these employees comply with the Safeguards; report any instances of potential noncompliance; and return to me a signed acknowledgement that he or she has performed these requirements, and that he or she personally understands, will comply with, and, to date, has complied with the Safeguards. In addition to imposing the above requirements, the memorandum encouraged all Comcast employees to contact Arthur R. Block, General Counsel for Comcast, or myself, if they had questions regarding the Safeguards. Addressees of the memorandum are currently in the process of completing the requisite acknowledgement. A supplemental report will be provided after my receipt and review of all signed acknowledgements.

C Results

During the subject approximate six month period I have conferred with Comcast employees on various occasions involving issues raised under the Safeguards. In one instance, I reaffirmed advice that the Safeguards do not prohibit programming entities in which Comcast has an ownership interest from selling the carriage

rights for such programming to Time Warner Cable, Inc. entities. This advice is also described in my May 18, 2003 Semi-Annual Report. In another instance, I opined as to the obligations of Comcast under the Safeguards with respect to the restructuring of Kansas City Cable Partners and Texas Cable Partners. Finally, I responded to a request for advice concerning the scope of due diligence involving the potential acquisition of or investment in a third party programmer which (which is unaffiliated with either Comcast, or any of its affiliates, or TWC, or any of its affiliates) which has carriage contracts with Time Warner Cable, Inc.

In situations involving proposed conduct that I determined should only be undertaken pursuant to certain steps designed to further ameliorate any possible concerns involving the Safeguards, such steps were taken.

#### D Conclusion

I have evaluated Comcast's compliance with the requirements of the Safeguards from November 17, 2003, to the present, and based on this evaluation, I can report that Comcast has complied with the Safeguards. As noted, my investigations, analysis, and opinions regarding Comcast's compliance with the Safeguards have in no way been restricted or limited by Comcast. I personally am unaware of any potential acts of noncompliance, and the acknowledgements returned to me by Comcast officers or executives to date certify that such acts have not occurred by those officers or executives, that those officers or executives are unaware of any acts of noncompliance, and that those officers and executives have ensured that other Comcast employees are aware of the Safeguards and have not engaged in such acts of noncompliance.